

Finance and Accounting
Suite 800, Place du Canada
1010 de La Gauchetière Street West
P.O. Box 6042, Station "A"
Montreal, Quebec H3C 3E4
Telex 05-24725, Telecopier (514) 395-7306

Canadian Pacific Limited

J P T Clough
Vice-President
Tel (514) 395-6681

H J Bretecher
Assistant Vice-President
Tel (514) 395-6674

Our File: LEA-15

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THE SCHOOL OF
MAY 8 10 30 AM '87
MOTOR OF CANADA

7-128A000

DATE MAY 8 1987
FILE NO. 10-00

May 5, 1987

RECORDATION NO. 13980-B Filed & Recorded

MAY 8 1987 10:35 AM

INTERSTATE COMMERCE COMMISSION

Secretary of Commerce
Interstate Commerce Commission
Washington, D.C.

Re: Canadian Pacific Limited Equipment
Trust Agreement dated as of
November 1, 1982

Dear Sir:

This refers to the Equipment Trust Agreement dated as of November 1, 1982 between the Bank of Montreal Trust Company and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on March 7, 1983 at 11:30 a.m., Recordation No. 13980.

A First Supplemental Agreement dated as of March 1, 1983 has been filed as well with the United States Interstate Commerce Commission on March 7, 1983, Recordation No. 13980-A.

It has become necessary to replace certain destroyed equipment with other appropriate equipment. Consequently, a further Supplemental Agreement dated as of May 5, 1987, has been executed by the Bank of Montreal Trust Company and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Second Supplemental Agreement dated as of May 5, 1987, as well as a cheque to cover the recordation fee.

.../2

Maryse Ramsey
Donna Ramsey

It is requested that you proceed with the recordation of the Second Supplemental Agreement pursuant to Section 11303 of the Interstate Commerce Act and return one counterpart to the messenger handing you this letter.

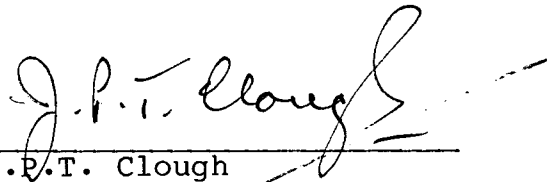
The names and addresses of the parties to the Second Supplemental Agreement are as follows:

Bank of Montreal Trust Company
2 Wall Street
New York, N.Y. 10005

Canadian Pacific Limited
Suite 800, Place du Canada
1010 de La Gauchetière Street West
Montreal, Quebec H3C 3E4

I am an Officer of Canadian Pacific Limited and have knowledge of the matters set forth herewith.

Yours very truly,



J.P.T. Clough
Vice-President Finance
and Accounting

JAL/fg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/8/87

OFFICE OF THE SECRETARY

J.P.T. Clough
Vice President Finance
Canadian Pacific Limited
Suite 800 Place du Canada
P.O.Box 6042 "A"
Montreal Quebec H3C 3EA

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/8/87 at 10:35am, and assigned re-recording number(s). 13980-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SECOND SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT dated as of May, 1987, by and between BANK OF MONTREAL TRUST COMPANY, a New York corporation, as Trustee (hereinafter called the "Trustee"), and CANADIAN PACIFIC LIMITED, a corporation duly organized and existing under the laws of Canada (hereinafter called the "Company").

WHEREAS a Canadian Pacific Limited Equipment Trust was constituted by an Equipment Trust Agreement dated as of November 1, 1982 (hereinafter called the Trust Agreement) by and between the Trustee and the Company, as supplemented by a First Supplemental Agreement (hereinafter called the First Supplement) dated as of March 1, 1983; and

WHEREAS the Trust Agreement and First Supplement thereto were filed and recorded with the Interstate Commerce Commission on March 7, 1983 at 11:30 a.m., Recordation Nos. 13980 and 13980-A respectively, pursuant to Section 11303 of the Interstate Commerce Act, and

WHEREAS the Trust Agreement and First Supplement were duly deposited in the Office of the Registrar General of Canada on March 8, 1983 at 2:46 p.m., notice of such deposit having been duly published in The Canada Gazette on March 19, 1983, and two bills of sale dated March 8, 1983 and March 15, 1983 respectively were also deposited in the office of the Registrar General of Canada on March 8, 1983 and March 16, 1983 respectively and notice of such deposit was duly published in The Canada Gazette on March 19, 1983 and April 9, 1983 respectively; and

WHEREAS the Company desires to sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee additional equipment, the aggregate final cost or fair value of which, whichever is less, will be at least \$766,419.66 being the fair value of equipment subject to the Trust Agreement that has been destroyed.

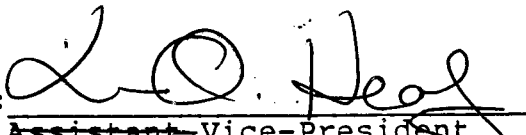
RECORDATION NO. 13980-B
MAY 8 1987 10-35 AM
FILED & RECORDED
INTERSTATE COMMERCE COMMISSION

NOW THEREFORE THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

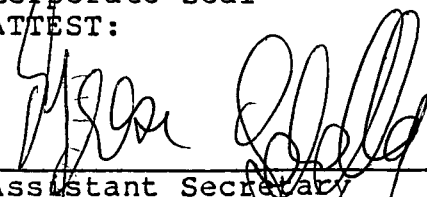
1. The Company shall sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee, as Trustee for the holders of the Trust Certificates under the Trust Agreement the equipment described in Schedule A hereto annexed.
2. Upon the Equipment described in Schedule A to this Supplemental Agreement being sold, assigned and transferred to the Trustee, the said Equipment shall become Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

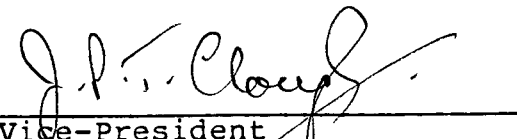
BANK OF MONTREAL TRUST COMPANY
Trustee

By: 
Assistant Vice-President
12/1

Corporate Seal
ATTEST:


Assistant Secretary

CANADIAN PACIFIC LIMITED

By: 
Vice-President

Corporate Seal
ATTEST:


Assistant Secretary

SCHEDULE A

DESCRIPTION OF REPLACEMENT TRUST EQUIPMENT

<u>No. of Units</u>	<u>Number and Description</u>	<u>Fair Value Per Unit</u>
1	Diesel Electric Locomotive 3,000 horsepower Model SD40-2, numbered CP6017	\$749,466.66
1	50'6" 70 ton box car with cushioned underframe, numbered CP85714	<u>\$ 18,269.33</u>
	AGGREGATE FAIR VALUE OF REPLACEMENT EQUIPMENT	\$767,735.99



CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

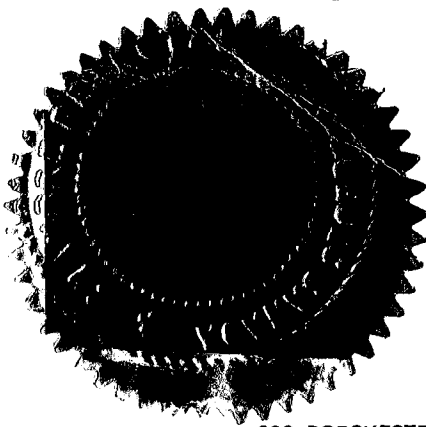
I, DANIELLE LORD, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 1968, ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that MTRE ANDRE GROULX, NOTARY
residing at Montreal in the Judicial District of Montreal
of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time of taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his term of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " Andre Groulx, notary " affixed to said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.

THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal,
this Fifth day of May one thousand nine hundred
and eighty-seven.

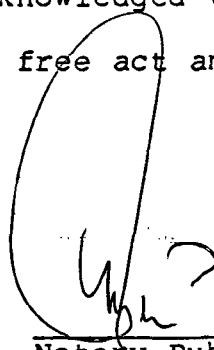


DANIELLE LORD
Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 16th day of April 1987, before me personally appeared KEVIN O. HEALEY, to me personally known, who being by me duly sworn, says that he is an ~~Assistant~~ Vice President of BANK OF MONTREAL TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

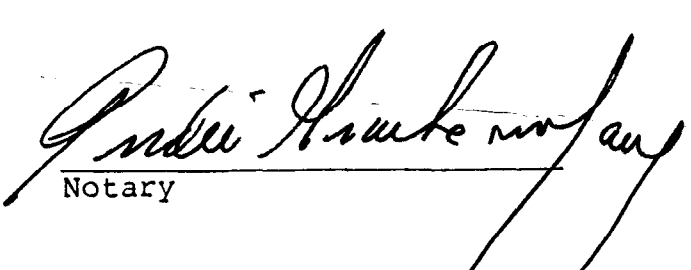

Notary Public

CANADA)
)
PROVINCE OF QUEBEC) SS.
)
DISTRICT OF MONTREAL)

MAUREEN RADIGAN
Notary Public, State of New York
No. 31-4365083
Qualified in New York County
Commission Expires July 28, 1988

On this 5th day of May, 1987 before me personally appeared J.P.T. Clough, to me personally known, who being by me duly sworn, says that he is a Vice-President of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary